



# Olympia Industries Limited

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## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Olympia Industries Limited ('the Company') believes that a Board which is well informed/familiarised with Company contributes significantly to the Company. Also, pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015, Schedule IV of the Companies Act, 2013 the Company is required to familiarise its Independent Directors (IDs) with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Accordingly, the Company follows a structured familiarisation programme for the IDs as under:

### **1. Familiarization upon appointment of new IDs**

- At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, details regarding remuneration is given to the IDs;
- They are familiarised about the background of the Company, their roles, rights, responsibilities in the Company, etc. They are also familiarised with important statutory & regulatory provisions, Code of Conduct and other policies of Company applicable to them.

### **2. Continual Familiarization Programme**

- Updates on relevant regulatory changes and new developments are presented to the IDs, from time to time;
- Detailed updates on nature of the industry in which the Company operates, along with business, operations and business model of the Company (including achievements / new products / expansion / strategy / budgets) & financial statements of the Company are regularly provided at Board Meetings.

### **3. Miscellaneous**

- The details of the familiarisation programme shall be uploaded on the website of the Company and a web link of the same shall also be provided in the Annual Report of the Company.



## Olympia Industries Limited

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**Details of familiarisation programmes imparted to Independent Directors during the financial year 2025-26;**

<b>Name of the Independent Director</b>	<b>No. of programmes attended</b>	<b>No. of hours spent in such programmes</b>
Mr. Kamlesh Shah	1	1.00
Mr. Ritesh Gupta	1	1.00
Mr. Kamlesh Joshi	1	1.00
Mr. Pravin K. Shishodiya*	0	0.00
Mr. Naresh Wagchaude*	0	0.00

\* Completion of tenure w.e.f. 22 July, 2025.

**Details of familiarization programmes imparted to Independent Directors on cumulative basis till March 31, 2026;**

<b>Name of the Independent Director</b>	<b>No. of programmes attended</b>	<b>No. of hours spent in such programmes</b>
Mr. Kamlesh Shah	1	1.00
Mr. Ritesh Gupta	1	1.00
Mr. Kamlesh Joshi	1	1.00
Mr. Pravin K. Shishodiya*	0	0.00
Mr. Naresh Wagchaude*	0	0.00

\* Completion of tenure w.e.f. 22 July, 2025.



Olympia Industries Ltd.

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**FAMILIARIZATION PROGRAMME FOR  
INDEPENDENT DIRECTORS**

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## **1. Introduction**

In compliance with the requirements of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a structured Familiarization Programme for its Independent Directors (“IDs”) to enable them to understand the business operations, industry dynamics, governance framework, and regulatory environment of the Company.

This programme is designed to provide insights into the Company’s operational and strategic landscape and to update the Independent Directors on a continuous basis regarding material developments.

## **2. Company Outlook**

Olympia Industries Limited (“the Company”) with a robust collaboration with more than 100 brands and a distribution reach spanning all over India has allowed us to deliver significant value and positively impact millions of lives in India. Through our extensive presence in domains such as baby care, domestic appliances, health care, pet products, etc., and a committed workforce we have continued to build categories of the future to empower India while fostering sustainable community development and improved livelihoods.

The Company has expanded into multi-modal fulfilment centres around India, with warehouses at prime locations such as Mumbai, Bengaluru, Gurgaon, Kolkata and Hyderabad serving as the foundation for seamless product delivery and operations.

Amidst growing affluence, heightened global trend awareness, and shifting consumer preferences, we are building future-facing categories while democratizing trends, thereby unlocking the aspirations of diverse populations.

## **3. Nature of Industry**

The Fast Moving Consumer Goods (“FMCG”) sector is a cornerstone of the Indian economy, ranking as the fourth-largest sector in the country. The industry encompasses a broad spectrum of product categories, including personal care, home care, food and beverages, nutraceuticals, and lifestyle products, many of which are represented within the Company’s product portfolio.

Even amidst turbulent economic periods, the FMCG industry has shown incredible resilience, consistently generating demand by adapting to changing consumer preferences, creating value through innovations and establishing robust end-to-end distribution systems.

The Indian FMCG industry’s mid-to-long term outlook remains highly optimistic, underpinned by various favourable factors:

- Fast-growing Indian economy will foster urbanisation and improved infrastructure. Rapid urbanisation will drive demand for packaged goods and

convenience products in cities. Simultaneously, improved infrastructure and digital connectivity expansion will unlock significant rural growth potential.

- The growing prevalence of digital media and platforms will accelerate the transformation of the FMCG landscape, significantly broadening consumer reach, fostering innovation, and catalysing category expansion.
- India's demographic profile represents a massive consumer base and will support sustained demand for FMCG products across various categories.

### **Online Expansion and Evolving Shopping Behaviors**

Consumer purchasing behavior has evolved notably, with a growing preference for convenience, speed, and seamless digital experiences. Customers increasingly rely on online platforms for product discovery, price comparison, and purchase decisions. Factors such as user-friendly interfaces, multiple payment options, and reliable delivery mechanisms have become critical in influencing buying patterns.

The Company has adopted to these shifts by focusing on customer-centric digital interfaces and efficient order fulfillment system. Partnerships with quick commerce companies such as Blinkit, Swiggy etc., has enabled wider market access, improved customer reach across geographies, and reduced dependency on traditional brick-and-mortar channels.

Another key trend is the rise of mobile commerce and social media-driven purchasing. Consumers are now influenced by digital content, reviews, and targeted advertising, leading to more informed and impulsive buying decisions. In response, the Company has incorporated digital marketing strategies, including social media engagement and performance marketing through social media applications such as Instagram, Facebook, etc., and collaborated with influencers to strengthen brand visibility and customer acquisition.

Overall, the Company's focus on online expansion and its responsiveness to evolving consumer behavior position it to remain competitive in a dynamic and technology-driven retail environment.

### **4. Business Model of the Company**

The business model of the Company is primarily structured around the procurement, branding, distribution, and sale of products, both under its own brands and through association with established international brands. The Company operates as a trading and brand-driven enterprise, wherein revenue is principally generated through the sale of goods across multiple channels, supported by a well-integrated supply chain and distribution network.

A significant component of the Company's business model pertains to the import and domestic sale of products such as porridge, muesli, pasta, beverage, chocolate spread, non-alcoholic wine, etc., sourced from international brands such as Carman's, Edenvale, San Remo etc. the Company undertakes sourcing, importing, and subsequent distribution of such products within India. This includes compliance with applicable regulatory requirements such as those relating to food safety, drugs and cosmetics, and legal metrology.

In addition to traded goods, the Company is also engaged in the development and sale of products under its own brands such as Petoska, Umanac, Petoly, etc., thereby enabling it to participate more directly in value creation and margin expansion. The management's focus on strengthening product offerings and expanding market reach, is reflective of the Company's strategy to build and scale proprietary brands alongside its trading operations.

The Company's warehousing and fulfilment infrastructure forms a critical support system for its trading activities. These warehouses equipped with advanced tech and other state-of-the-art facilities enable efficient storage, inventory management, and timely distribution of goods.

The distribution network of the Company serves as the primary channel through which products are moved from warehouses to the market. The Company has a PAN-India distribution presence supported by relationships with distributors, retailers, and other channel partners. Through this network, the Company ensures effective market penetration and availability of its products across diverse geographies.

The Company has also aligned its business model with evolving market trends through participation in multiple sales channels, including distribution through retail partners and active participation at brand launch events and food festivals as well as presence on e-commerce platforms such as Amazon, Flipkart, Blinkit, etc. The Company engages in B2B, B2C, D2C, HORECA, General Trade (GT), Modern Trade (MT) etc., and other modes of selling, thereby enabling direct and indirect access to the end consumer. The growth of e-commerce and changing consumer buying patterns are significant industry trends, and the Company's presence across these channels allows it to effectively respond to such developments.

From an operational perspective, the Company leverages technology systems and data-driven processes to support its trading and distribution activities.

This integrated approach along with easy adaptability to dynamic business environments allows the Company to manage the entire product lifecycle – from sourcing and procurement to final sale – while maintaining control over quality, compliance, and market execution.

## **5. Roles, Rights, Responsibilities of Independent Directors**

Independent Directors constitute a critical element of the corporate governance framework under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"). They are entrusted with the responsibility of ensuring balanced decision-making, protection of minority shareholders' interests, and maintaining the integrity of the governance process. Their independence from management enables objective evaluation of business strategies, risk frameworks, and financial disclosures.

### **5.1 Role of Independent Directors**

The role of Independent Directors is primarily strategic and supervisory in nature. They are expected to contribute to Board deliberations by bringing an independent perspective on issues relating to business strategy, financial performance, risk management, and resource

allocation. In accordance with Schedule IV of the Companies Act, 2013 and Regulation 25 of the LODR Regulations, Independent Directors are required to critically evaluate the performance of management, examine the integrity of financial information, and ensure that adequate systems of internal control and risk management are in place. Their presence on the Board is intended to strengthen transparency and accountability in decision-making and to ensure that the Company's affairs are conducted in a prudent and sustainable manner.

Independent Directors are also subject to specific compliance obligations under the LODR framework, including adherence to the Company's Code of Conduct and the Code for Prevention of Insider Trading. They are required to maintain strict confidentiality of all sensitive information, particularly unpublished price sensitive information, and ensure that such information is not misused. Their conduct is expected to reflect the highest standards of professionalism and fiduciary responsibility, given their position as custodians of good governance within the Company.

## **5.2 Responsibilities of Independent Directors**

Independent Directors are also entrusted with significant oversight responsibilities, particularly through their participation in various Board Committees constituted under the LODR Regulations. In terms of Regulation 18 and Regulation 19, Independent Directors form a substantial portion of the Audit Committee and Nomination and Remuneration Committee, respectively. Through these Committees, they oversee key areas such as financial reporting, audit processes, internal controls, appointment and remuneration of directors and senior management, and evaluation of Board performance. Their involvement ensures that critical governance functions are discharged with independence and rigor, thereby enhancing the credibility of the Company's governance framework.

The responsibilities of Independent Directors are comprehensive and are guided by the principles set out in Schedule IV of the Companies Act, 2013, as well as the provisions of the LODR Regulations. They are required to act in good faith in order to promote the objects of the Company and in the best interests of its shareholders as a whole. This includes exercising due diligence, care, and independent judgment in all matters placed before the Board. Independent Directors are expected to uphold high standards of integrity and ethical conduct and to ensure that the Company complies with all applicable laws, regulations, and governance norms. They are also responsible for satisfying themselves that financial controls and systems of risk management are robust, defensible, and operating effectively.

A key aspect of their responsibility is the safeguarding of stakeholder interests, particularly those of minority shareholders. Independent Directors are required to ensure that related party transactions are undertaken in compliance with applicable regulations, including Regulation 23 of the LODR Regulations, and are carried out on an arm's length basis. They must also oversee mechanisms such as the vigil mechanism or whistle blower framework to ensure that concerns relating to unethical behaviour, fraud, or violation of the Company's code of conduct are appropriately addressed without fear of retaliation. In doing so, they contribute to building a culture of transparency and accountability within the organization.

## **5.3 Rights of Independent Directors**

To effectively discharge their duties, Independent Directors are vested with certain rights which enable them to function independently and make informed decisions. They are entitled to have access to all relevant information pertaining to the Company, including financial statements, audit reports, and operational data, and may seek clarifications from management as and when required. As envisaged under Schedule IV of the Companies Act, 2013, they may also seek independent professional advice, at the cost of the Company, where necessary to discharge their responsibilities. Further, Independent Directors have the right to ensure that their views, particularly dissenting opinions, are appropriately recorded in the minutes of Board or Committee meetings, thereby preserving the integrity of the decision-making process.

## **6. Conclusion**

The Company places on record its sincere appreciation and gratitude to the Independent Directors for their continued guidance, constructive oversight, and valuable contribution towards strengthening the Company's governance framework. Their independent judgment and commitment to upholding the highest standards of integrity and transparency play a vital role in safeguarding stakeholder interests and ensuring sustainable growth.

The Company remains committed to ensuring that Independent Directors are adequately equipped with relevant information and updates to discharge their roles effectively, uphold high standards of corporate governance, and contribute meaningfully to the long-term growth and sustainability of the Company. Continuous familiarization, coupled with active engagement at the Board level, will further strengthen the governance framework and support the Company in navigating emerging opportunities and challenges.